

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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PANTHEON CAPITAL PARTNERS, LLC.,

Case No.: 08 CV 4952 (DC)

Plaintiff,

ANSWER

-against-

HAROUTIUN DERDERIAN,

Trial by Jury of all
issues is hereby demanded

Defendant.
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Defendant, HAROUTIUN DERDERIAN, by his attorney, MICHAEL T. SUCHER, ESQ., as and for his Answer to the Complaint herein, alleges upon information and belief as follows:

1. Admits each and every allegation as contained in paragraph 2 of Plaintiff's Complaint.
2. Denies each and every allegation as contained in paragraphs 5, 6, 8, 10 and 11 of Plaintiff's Complaint.
3. Denies knowledge or information sufficient to form a belief as to truth or falsity as to each and every allegation as contained in paragraphs 1, 3, 4, 7 and 9 of Plaintiff's Complaint.

AS AND FOR A FIRST AFFIRMATIVE DEFENSE

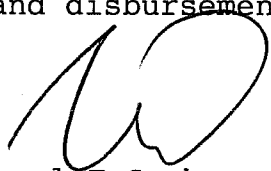
4. Plaintiff has failed to state a claim upon which relief can be granted.

AS AND FOR A SECOND AFFIRMATIVE DEFENSE

5. The agreement sought to be enforced by Plaintiff was in fact never formed as a contract, and thus is unenforceable.

WHEREFORE, Defendant demands judgment dismissing Plaintiff's complaint, and for the costs and disbursements of this Action.

Dated: Brooklyn, New York
August 29, 2008



s/ Michael T Sucher, Esq.
MICHAEL T. SUCHER, ESQ.
Attorney for Defendant
26 Court Street, Suite 2412
Brooklyn, New York 11242
(718) 522-1995

STATE OF NEW YORK)
COUNTY OF KINGS) ss.:

ANDREW M. SHABASSON, an attorney duly licensed to practice law in the courts of the State of New York, affirms under the penalties of perjury that he resides in Brooklyn, New York, is not a party to this action, and is over eighteen years of age. That on August 29, 2008 affirmant served a true and complete copy of the within Answer, on the entity named below, at its business address by depositing a true copy of the same, enclosed in a post-paid, properly addressed wrapper in an official depository under the exclusive care and custody of the United States Postal Service within the State of New York.

Yeskoo Hogan & Tamlyn, LLP
Attorneys for Plaintiff
535 Fifth Avenue
New York, New York 10017

Affirmed: August 29, 2008



ANDREW M. SHABASSON, ESQ.